

**BALL JANIK LLP**

A T T O R N E Y S

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RECORDATION NO. 14951-FILED

MAY 19 1999

May 19, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Release, a secondary document, dated May 14, 1999. The primary document to which this is connected is recorded under Recordation No. 14951. We request that this document be recorded under Recordation No. 14951-B.

The name and address of the party to the Release is:

Secured Party:

Thrall Car Manufacturing Company  
2521 State Street  
Chicago Heights, IL 60411-0218

A description of the equipment covered by the Release consists of 110 100-ton 4,000 Cu. Ft. Rotary Dump Open Top Triple Hopper Cars numbered KCS 222003, 222011, 222020, 222038, 222046, 222054, 222062, 222071, 222089, 222097, 222101, 222119, 222127, 222135, 222143, 222151, 222160, 222178, 222186, 222194, 222208, 222216, 222224, 222232, 222241, 222259, 222267, 222275, 222283, 222291, 222305, 222313, 222321, 222330, 222348, 222356, 222364, 222372, 222381, 222399, 222402, 222411, 222429, 222437, 222445, 222453, 222461, 222470, 222488, 222496, 222500, 222518, 222526, 222534, 222542, 222551, 222569, 222577, 222585, 222593, 222607, 222615, 222623, 222631, 222640, 222658, 222666, 222674, 222682, 222691, 222704, 222712, 222721, 222739, 222747, 222755, 222763, 222771, 222780, 222798, 222801, 222810, 222828, 222836, 222844, 222852, 222861, 222879, 222887, 222895, 222909, 222917, 222925, 222933, 222941, 222950, 222968, 222976, 222984, 222992, 223000, 223018, 223026, 223034, 223042, 223051, 223069, 223077, 223085, and 223093.

Honorable Vernon A. Williams  
May 19, 1999  
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The second document is a Bill of Sale a secondary document, dated May 14, 1999. The primary document to which this is connected is recorded under Recordation No. 14951. We request that this document be recorded under Recordation No. 14951-C.

The name and address of the party to the Bill of Sale is:

Seller:

Thrall Car Manufacturing Company  
2521 State Street  
Chicago Heights, IL 60411-0218

A description of the equipment covered by the Bill of Sale consists of 110 100-ton 4,000 Cu. Ft. Rotary Dump Open Top Triple Hopper Cars numbered KCS 222003, 222011, 222020, 222038, 222046, 222054, 222062, 222071, 222089, 222097, 222101, 222119, 222127, 222135, 222143, 222151, 222160, 222178, 222186, 222194, 222208, 222216, 222224, 222232, 222241, 222259, 222267, 222275, 222283, 222291, 222305, 222313, 222321, 222330, 222348, 222356, 222364, 222372, 222381, 222399, 222402, 222411, 222429, 222437, 222445, 222453, 222461, 222470, 222488, 222496, 222500, 222518, 222526, 222534, 222542, 222551, 222569, 222577, 222585, 222593, 222607, 222615, 222623, 222631, 222640, 222658, 222666, 222674, 222682, 222691, 222704, 222712, 222721, 222739, 222747, 222755, 222763, 222771, 222780, 222798, 222801, 222810, 222828, 222836, 222844, 222852, 222861, 222879, 222887, 222895, 222909, 222917, 222925, 222933, 222941, 222950, 222968, 222976, 222984, 222992, 223000, 223018, 223026, 223034, 223042, 223051, 223069, 223077, 223085, and 223093.

A fee of \$52.00 is enclosed. Please return two originals of each document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Release by Thrall Car Manufacturing Company, 2521 State Street, Chicago Heights, IL 60411-0218; and (2) a Bill of Sale by Thrall Car Manufacturing Company, 2521 State Street, Chicago Heights, IL 60411-0218, both covering 110 100-ton 4,000 Cu. Ft. Rotary Dump Open Top Triple Hopper Cars numbered KCS 222003, 222011, 222020, 222038, 222046, 222054, 222062, 222071, 222089,

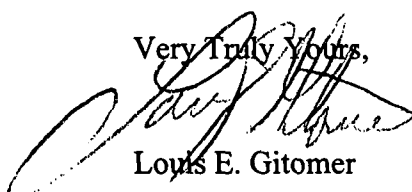
Honorable Vernon A. Williams

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222097, 222101, 222119, 222127, 222135, 222143, 222151, 222160, 222178, 222186, 222194, 222208, 222216, 222224, 222232, 222241, 222259, 222267, 222275, 222283, 222291, 222305, 222313, 222321, 222330, 222348, 222356, 222364, 222372, 222381, 222399, 222402, 222411, 222429, 222437, 222445, 222453, 222461, 222470, 222488, 222496, 222500, 222518, 222526, 222534, 222542, 222551, 222569, 222577, 222585, 222593, 222607, 222615, 222623, 222631, 222640, 222658, 222666, 222674, 222682, 222691, 222704, 222712, 222721, 222739, 222747, 222755, 222763, 222771, 222780, 222798, 222801, 222810, 222828, 222836, 222844, 222852, 222861, 222879, 222887, 222895, 222909, 222917, 222925, 222933, 222941, 222950, 222968, 222976, 222984, 222992, 223000, 223018, 223026, 223034, 223042, 223051, 223069, 223077, 223085, and 223093.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

MAY 19 '99

3:39 PM

**BILL OF SALE**

THRALL CAR MANUFACTURING COMPANY ("Seller"), in consideration of the sum of One Dollars (\$1.00) and other good and valuable consideration paid by from THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("Buyer"), the receipt of which consideration is hereby acknowledged, does hereby sell, assign, transfer and set over unto Buyer, its successors and assigns, all of Seller's right, title and interest in and to the units of railroad equipment identified in Exhibit A attached hereto and made a part hereof (the "Units"), to have and to hold unto Buyer and its successors and assigns forever.

Seller hereby warrants to Buyer and its successors and assigns that on the date of sale Seller was the lawful owner of good and marketable title to the Units, free and clear of all claims, liens, security interests, encumbrances and rights of others of any nature whatsoever arising prior to delivery of the Units hereunder (other than claims, liens, security interests, encumbrances and rights of others arising by, through or under Buyer), and that Seller had the right to sell the Units, and Seller hereby covenants that it shall defend such title against all claims and demands whatsoever.

This Bill of Sale will be governed by the laws of the State of Illinois.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by a duly authorized officer this 14th day of May, 1999.

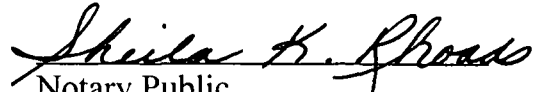
THRALL CAR MANUFACTURING  
COMPANY

By: Michelle Carey  
Michelle Carey  
Assistant General Counsel  
and Secretary

STATE OF ILLINOIS     )  
                                      ) SS.  
COUNTY OF DUPAGE    )

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Michelle Carey, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed, sealed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal, this 15<sup>th</sup> day of May, 1999.

  
Notary Public

(SEAL)

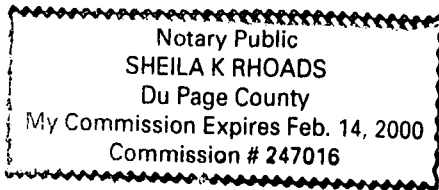


EXHIBIT A

110 100-Ton 4,000 Cu.Ft. Rotary Dump  
Open Top Triple Hopper Cars

RAILROAD CAR NUMBERS

KCS 222003	KCS 222372	KCS 222747
KCS 222011	KCS 222381	KCS 222755
KCS 222020	KCS 222399	KCS 222763
KCS 222038	KCS 222402	KCS 222771
KCS 222046	KCS 222411	KCS 222780
KCS 222054	KCS 222429	KCS 222798
KCS 222062	KCS 222437	KCS 222801
KCS 222071	KCS 222445	KCS 222810
KCS 222089	KCS 222453	KCS 222828
KCS 222097	KCS 222461	KCS 222836
KCS 222101	KCS 222470	KCS 222844
KCS 222119	KCS 222488	KCS 222852
KCS 222127	KCS 222496	KCS 222861
KCS 222135	KCS 222500	KCS 222879
KCS 222143	KCS 222518	KCS 222887
KCS 222151	KCS 222526	KCS 222895
KCS 222160	KCS 222534	KCS 222909
KCS 222178	KCS 222542	KCS 222917
KCS 222186	KCS 222551	KCS 222925
KCS 222194	KCS 222569	KCS 222933
KCS 222208	KCS 222577	KCS 222941
KCS 222216	KCS 222585	KCS 922950
KCS 222224	KCS 222593	KCS 222968
KCS 222232	KCS 222607	KCS 222976
KCS 222241	KCS 222615	KCS 222984
KCS 222259	KCS 222623	KCS 222992
KCS 222267	KCS 222631	KCS 223000
KCS 222275	KCS 222640	KCS 223018
KCS 222283	KCS 222658	KCS 223026
KCS 222291	KCS 222666	KCS 223034
KCS 222305	KCS 222674	KCS 223042
KCS 222313	KCS 222682	KCS 223051
KCS 222321	KCS 222691	KCS 223069
KCS 222330	KCS 222704	KCS 223077
KCS 222348	KCS 222712	KCS 223085
KCS 222356	KCS 222721	KCS 223093
KCS 222364	KCS 222739	